

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**FIELDWOOD ENERGY III LLC, et  
al,**

**Post-Effective Date Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-33948(MI)**

**(Jointly Administered)**

**DECLARATION OF NATHAN VAUGHN IN SUPPORT OF THE  
EMERGENCY MOTION OF QUARTERNORTH ENERGY LLC  
TO ENFORCE THE CONFIRMATION ORDER AND PLAN**

1. I, Nathan Vaughn, pursuant to section 1746 of title 28 of the United States Code, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

2. I am the Senior Deepwater Land Advisor of QuarterNorth Energy LLC (“QuarterNorth”). Part of my role is to oversee the relationship between BP Exploration & Production Inc. (“BP”) and QuarterNorth and the relevant contracts between them.

3. QuarterNorth and BP are parties to the *Cash Consideration Exchange Agreement in respect of Mississippi Canyon Block 562* (the “**Isabela PSA**”).

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<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494); Fieldwood Energy Inc. (4991); GOM Shelf LLC (8107); and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

4. BP still owes \$6,970,816.40 to QuarterNorth under the Isabela PSA, part of which was due in October, part will be due on November 30, 2021, and the rest by December 31, 2021. Each month's payment is based on a formula with the production that occurred two months before as an input. It is unclear to QuarterNorth precisely how much of the approximately \$7 million was due in October and how much will be due on November 30, 2021. Both likely should be multi-million dollar payments. Whatever of the approximately \$7 million remains, BP is obligated to pay by December 31, 2021.

Executed on: November 15, 2021  
Houston, Texas

/s/ Nathan Vaughn  
Nathan Vaughn

**Certificate of Service**

I hereby certify that on November 15, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

*/s/ Paul R. Genender*  
Paul R. Genender